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Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

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General Solicitor

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RECORDATION NO. 10642-HH

SEP 1 1994 - 4 40 PM

August 29, 1994

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of August 8, 1994. The primary document to which this is connected is recorded under Recordation No. 10642.

The names and addresses of the parties to the secondary document are as follows:

ASSIGNEE OF VENDOR: United States Trust Company of New York
114 W. 47th Street
New York, New York 10036

VENDEE: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the primary document to which this is connected is generally described as follows:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
500	Covered Hopper Cars	LO	85000-85499
23	100-ton Box Cars	XL	565300-565322
100	Automatic Bottom Dump Hopper Cars	HTS	390200-390299

A fee of \$18.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated August 8, 1994, to terminate Conditional Sale Agreement and Assignment and Agreement with Recordation No. 10642, dated June 15, 1979, and originally covering 500 covered hopper cars numbered 85000-85499, 23 box cars numbered 565300-565322, and 100 automatic bottom dump hopper cars numbered 390200-390299, inclusive.

Very truly yours,



J. Gary Lane

jgl

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY


SEPTEMBER 1, 1994

J. GARY LANE
NORFOLK SOUTHERN CORPORATION
LAW DEPARTMENT
THREE COMMERCIAL PLACE
NORFOLK VA 23510-2191

Dear MR. LANE:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/1/94 at 4:40PM, and assigned recordation number(s). 10642-111.

Sincerely yours,


Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature 

SOUTHERN RAILWAY COMPANY
CONDITIONAL SALE AGREEMENT DATED JUNE 15, 1979

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that UNITED STATES TRUST COMPANY OF NEW YORK (the "Assignee"), Assignee under an Agreement and Assignment dated as of June 15, 1979, from Pullman Incorporated (Pullman Standard Division) and Ortner Freight Car Company (the "Sellers") to the Assignee of all of the right, title and interest of the Sellers in and to certain railroad equipment under a Conditional Sale Agreement dated as of June 15, 1979, as amended (the "Conditional Sale Agreement"), between the Sellers and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Buyer"), covering said railroad equipment, hereby certifies that the Assignee has been paid the full indebtedness in respect of the purchase price of the railroad equipment, together with interest and all other payments as provided in the Conditional Sale Agreement, and that all the Buyer's obligations contained in the Conditional Sale Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignee hereby declares the Conditional Sale Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Buyer, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Assignee's right, title and interest in and to the railroad equipment of every character described in the Conditional Sale Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Buyer.

IN WITNESS WHEREOF, the Assignee has caused its name to be signed hereto by one of its duly authorized officers under its corporate seal, duly attested, this 8th day of August, 1994.

UNITED STATES TRUST COMPANY
OF NEW YORK, as Assignee

By: [Signature]

Title: [Signature]

STEPHEN J. GIURLANDO
ASSISTANT VICE PRESIDENT

ATTEST:

[Signature]
Assistant Secretary

Vice President

RECORDATION NO. 10642-HH FILED 1995

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NOTARIAL PUBLIC COMMISSION

STATE OF)
)
 COUNTY OF)

On this *8th* day of *August*, 1994, before me,
 a Notary Public, personally appeared *Stephen J. Giordano*,
 to me personally known, who, being by me duly sworn, says he is a
Assistant Vice President of United States Trust Company of
 New York, that the seal affixed to the foregoing instrument is
 the corporate seal of said corporation, that said instrument was
 signed and sealed on behalf of said corporation by authority of
 its Board of Directors, and he acknowledged that the execution of
 the foregoing instrument was the free act and deed of said
 corporation.

Christine C. Collins

 Notary Public

My commission expires:

CHRISTINE C. COLLINS
 Notary Public, State of New York
 No. 03-4624735
 Qualified in Bronx County
 Commission Expires March 30, 1996